

**BY-LAWS
OF
ECOLOGIC INSTITUTE**

(A Not-For-Profit Corporation)

ARTICLE I

OFFICES AND PURPOSE

1. The principal office of the Corporation shall be located in the City of Washington in the District of Columbia. The Corporation may also have such offices at such other places within or without the State as the Board of Directors may from time to time determine.

2. (a) The Corporation is organized exclusively for one or more of the purposes as specified in Section 501 (C) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (C) (3) of the Internal Revenue.

(b) The specific purposes and objectives of this organization shall be: the promotion of nature conservation, environmental protection, ecologically sustainable resource management and environmentally friendly economic, political, and social development.

ARTICLE II

MEMBERS

1. Membership shall consist only of the members of the Board of Directors.

ARTICLE III

BOARD OF DIRECTORS

1. The Corporation shall be managed by a Board of Directors. Each director shall be at least 18 years of age, and shall be a member of the Corporation during his directorship. The initial Board of Directors shall consist of 3 (three) persons. Thereafter, the number of directors constituting the entire Board shall be no less than three. Subject to the foregoing, the number of Board of directors may be fixed from time to time by action of the members of the Directors, provided that any action by the Board of Directors to effect such increase or decrease shall require the vote of a majority of the entire Board of Directors. The number of Directors may be increased or decreased by action of the members of the board of directors, provided that any action by the Board of Directors to effect such increase or decrease shall require the vote of a majority of the

entire Board of Directors. No decrease shall shorten the term of any director then in office.

2. The first Board of Directors shall consist of those persons elected by the Incorporators or named as the initial Board of Directors in the Certificate of Incorporation of the corporation, and they shall hold office for a one-year term until the first Annual Meeting and until their successors have been duly elected and qualified. Thereafter, at each Annual Meeting, elected directors shall hold office for a one-year term until the next Annual Meeting or until their successors have been duly elected and qualified. Each director shall hold office until the expiration of the term for which he was elected, and until his successor has been duly elected and qualified or until his prior resignation or removal as hereinafter provided.

3. (a) Any or all of the members of the Board of Directors may be removed with or without cause by vote of the members of the Board of Directors.

(b) A director may resign at any time by giving written notice to the Board of directors or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

4. Newly-created directorships or vacancies in the Board of Directors may be filled by a vote of majority of the Board of directors then in office, although less than a quorum, unless otherwise provided in the certificate of Incorporation of the corporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the members. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office of the unexpired term of his predecessor.

5. (a) A regular Annual Meeting of the Board of Directors and all other meetings shall be held at such time and place as shall be fixed by the Board of Directors from time to time.

(b) No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman.

(c) Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him.

6. Except to the extent herein or in the Certificate of Incorporation of the Corporation provided, a majority of the entire members of the Board of Directors shall consist of a majority of the directors present at such meeting. Whenever a vacancy on the Board of directors shall prevent a quorum from being present, then in such event, the quorum shall consist of a majority of the members of the Board of directors excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may

adjourn a meeting to another time and place. Except to the extent provided by law and these By-Laws, the act of the Board of Directors shall be by a majority of the directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

7. The Chairman of the Board, if any, shall preside at all meetings of the Board of Directors. If there be no Chairman or in his absence, the President shall preside and, if there be no President or in his absence, any other director chosen by the Board, shall preside.

8. Whenever the Board of directors shall consist of more than three persons, the Board of Directors may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. In addition, the Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate.

9. The salaries of the officers, if any, shall be fixed from time to time by a resolution of the board of directors. In all cases, any salaries received by officers of this organization shall be reasonable and given in return for services actually rendered to or for the corporation. All officers' salaries shall be approved in advance in accordance with this corporation's conflict of interest statement, as set forth in Exhibit 1 incorporated by reference into these By-Laws of the board, the President, or by a majority of the directors then in office.

ARTICLE IV

OFFICERS

1. The Board of Directors may elect or appoint a Chairman of the Board of directors, a President, a Vice President, a Secretary, one or more Assistant Secretaries, a Treasurer, one or more Assistant Treasurers, and such other officers may determine. The president may but need not be a director. Any two or more offices may be held by the same person except the office of President and Secretary.

2. Each officer shall hold office until the Annual Meeting of the Board of Directors, and until his successor has been duly elected and qualified. The Board of Directors may remove any officer with or without cause at any time.

3. (a) The President shall be the chief executive officer of the corporation, shall have the responsibility of the general management of the affairs of the corporation, and shall carry out the resolutions of the Board of Directors.

(b) During the absence or disability of the President of the Corporation, the Vice-President, or, if there be more than one, the Executive Vice-President shall have all the powers and functions of the President. The Vice-President shall perform such duties as may be prescribed by the Board of Directors from time to time.

(c) The Treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the Corporation in such bank accounts as the Board of Directors may from time to time determine. The Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the corporation when counter-signed by the President; he may also sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors and counter-signed by the President.

(d) The Secretary shall keep the minutes of the Board of Directors. He shall have custody of the seal of the Corporation, and shall affix and attest the same to documents duly authorized by the Board of Directors, and shall have charge of all books and records of the Corporation.

ARTICLE V

MISCELLANEOUS

1. The Corporation shall keep at the principal office of the Corporation, complete and correct records and books of account, and shall keep minutes of the proceedings of the members, the Board of directors, or any committee appointed by the Board of Directors, as well as a list or record containing the names and address of all members.

2. The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.

3. The fiscal year of the corporation shall be the calendar year and it may be fixed by the Board of Directors from time to time, subject to applicable law.

4. (a) All By-Laws of the corporation shall be subject to alteration or repeal, and new By-Laws may be made, by a majority vote of the directors entitled to vote in the election of directors, at a special meeting of the Board of Directors called for such a purpose.

(b) The Board of Directors shall have the power to make, alter or repeal, from time to time, By-Laws of the Corporation, except that the Board may not amend or repeal any by-law in which control thereof is vested exclusively in the Board of Directors. If any by-law regulating an impending election of directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of Board of

Directors for the election of directors, the by-law so made, amended or repealed, together with a concise statement of the changes made.

CERTIFICATION

These bylaws were approved at the first meeting of the board of directors by a majority vote on 27 May 2008.

Sascha Müller-Kraenner

Sascha Müller-Kraenner
Secretary